

Terms of Reference

The Committee is to inquire and report on the engagement and participation of shareholders in the corporate governance of the companies in which they are part-owners, with particular reference to:

1. barriers to the effective engagement of all shareholders in the governance of companies;
2. whether institutional shareholders are adequately engaged, or able to participate, in the relevant corporate affairs of the companies they invest in;
3. best practice in corporate governance mechanisms, including:
 - a) preselection and nomination of director candidates;
 - b) advertising of elections and providing information concerning director candidates, including direct interaction with institutional shareholders;
 - c) presentation of ballot papers;
 - d) voting arrangements (eg. direct, proxy); and
 - e) conduct of Annual General Meetings.
4. the effectiveness of existing mechanisms for communicating and getting feedback from shareholders;
5. the particular needs of shareholders who may have limited knowledge of corporate and financial matters; and
6. the need for any legislative or regulatory change.

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